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December 11, 1996

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Texas Utilities Electric Company
Leveraged Lease Financing of Railroad Rolling Stock
(Second Closing)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment, dated as of December 11, 1996, between Fleet National Bank, as Security Trustee (the "Security Trustee" or the "Assignee") and First Security Bank, National Association, as Owner Trustee (the "Owner Trustee" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Security Trustee and Assignee: Fleet National Bank
777 Main Street
Hartford, Connecticut 06115

Owner Trustee and Assignor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-two dollars (\$22.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of

CHAPMAN AND CUTLER

filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment between First Security Bank, National Association, as Owner Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Fleet National Bank, as Security Trustee, 777 Main Street, Hartford, Connecticut 06115, dated as of December 11, 1996, covering certain new railroad rolling stock having the road numbers listed therein. This document relates to the Memorandum of Lease, dated as of November 12, 1996 and the Memorandum of Security Agreement, dated as of November 12, 1996 which were recorded with the Surface Transportation Board on November 12, 1996 at 10:15 a.m. under recordation numbers 20361 and 20361-A, respectively, and the Memorandum of Security Agreement Supplement No. 2, dated as of December 11, 1996 and the Memorandum of Lease Supplement No. 2, dated as of December 11, 1996, which were recorded with the Surface Transportation Board on December 11, 1996 at 9:30 a.m. under recordation numbers 20361-E and 20361-F, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

AJF/wp
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New Rapid Discharge IV aluminum-bodied, five pocket coal hopper cars manufactured by Trinity Industries, Inc.	118	TXUX 96002, TXUX 96005, TXUX 96007, TXUX 96042, TXUX 96044 through TXUX 96046, inclusive, TXUX 96050, TXUX 96052, TXUX 96053, TXUX 96055, TXUX 96056, TXUX 96058, TXUX 96060, TXUX 96061, TXUX 96066 through TXUX 96068, inclusive, TXUX 96071 through TXUX 96077, inclusive, TXUX 96079, TXUX 96082 through TXUX 96085, inclusive, TXUX 96087, TXUX 96134, TXUX 96151 through TXUX 96236, inclusive

20361-G
DEF 1996

MEMORANDUM OF LEASE ASSIGNMENT

Memorandum of Lease Assignment, made and entered into as of December 11, 1996, by and between First Security Bank, National Association, a national banking association, as Owner Trustee ("*Owner Trustee*") and Fleet National Bank, a national banking association, as Security Trustee ("*Security Trustee*").

WITNESSETH:

1. The Owner Trustee and Texas Utilities Electric Company ("*Lessee*") have entered into that certain Rail Equipment Lease Agreement (the "*Lease*"), dated as of November 1, 1996, and Lease Supplement No. 2 thereto, dated December 11, 1996, covering certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

2. A memorandum of said Lease was recorded with the Surface Transportation Board on November 12, 1996 at 10:15 a.m. under recordation number 20361, and a memorandum of said Lease Supplement No. 2 was recorded with the Surface Transportation Board on December 11, 1996 at 9:30 a.m. under recordation number 20361-E, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Security Agreement-Trust Deed, dated as of November 1, 1996, and Security Agreement Supplement No. 2 thereto, dated December 11, 1996, pursuant to which First Security Bank, National Association, as Owner Trustee, has assigned the aforesaid Lease, the aforesaid Lease Supplement No. 2, and the rents and other proceeds therefrom (with certain exceptions) to Fleet National Bank, as Security Trustee.

4. A memorandum of said Security Agreement was recorded with the Surface Transportation Board on November 12, 1996 at 10:15 a.m. under recordation number 20361-A, and a memorandum of said Security Agreement Supplement No. 2 was recorded with the Surface Transportation Board on December 11, 1996 at 9:30 a.m. under recordation number 20361-F, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, as Owner Trustee

By 
Name: **Brett R. King**
Title: **Assistant Vice President**

Executed on this 5th day of December, 1996.

FLEET NATIONAL BANK, as Security Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 1996.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 1996.

FLEET NATIONAL BANK, as Security Trustee

By  _____
Name: STEVE CIMALORE
Title: VICE PRESIDENT

Executed on this 9 day of December, 1996.

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of December, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December __, 1996 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 9th day of December, 1996, before me, a Notary Public in and for said County and State, personally appeared STEVEN CIMALORE, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of FLEET NATIONAL BANK, that said instrument was signed on December __, 1996 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: **DAWN P. HEINTZ**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES MAY 31, 1997**
Residing in SIMSBURY, CT

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UNITS

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